

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC**

ATTORNEYS AT LAW

HISTORIC CASTNER-KNOTT BUILDING
618 CHURCH STREET, SUITE 300
NASHVILLE, TENNESSEE 37219

Charles B. Welch, Jr.
cwelch@farrismathews.com

Telephone: (615) 726-1200
Facsimile: (615) 726-1776

Writers Direct Dial:
615-687-4230

December 12, 2002

Chairman Sara Kyle
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: *Petition of Time Warner Telecom of the Mid-South, L.P. for Approval of Transfer of
Certificate of Public Convenience and Necessity*
TRA Docket No. 02-01296

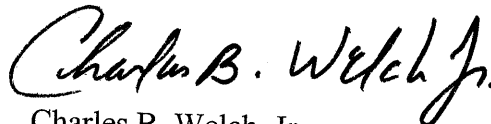
Dear Chairman Kyle:

Please find enclosed for filing the original and thirteen (13) copies of the Petition of Time Warner Telecom of the Mid-South, L.P. for Approval of Transfer of Certificate of Public Convenience and Necessity. Also enclosed is a check in the amount of \$25 for filing fee.

If you have any questions, please contact me. I remain,

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC



Charles B. Welch, Jr.

CBW:lw
Enclosures

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**PETITION OF TIME WARNER TELECOM)
OF THE MID-SOUTH, L.P. FOR APPROVAL)
OF TRANSFER OF CERTIFICATE OF)
PUBLIC CONVENIENCE AND NECESSITY)**

Docket No. _____

**PETITION FOR APPROVAL OF TRANSFER OF
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY**

1. Time Warner Telecom of the Mid-South, L.P. ("TWTC"), a Delaware Limited Partnership, by its undersigned counsel and pursuant to T.C.A. §65-4-113, hereby notifies the Tennessee Regulatory Authority ("TRA" or "Agency") of its intent to convert its limited partnership to a limited liability company, and requests the TRA to approve the transfer of its Certificate of Public Convenience and Necessity ("CCN") to Time Warner Telecommunications of the Mid-South, LLC ("TWTC-LLC"), a new legal entity. Following the proposed statutory conversion, TWTC-LLC will automatically succeed to all the operations, assets and liabilities of TWTC as a matter of Delaware law. The conversion will not disrupt service or adversely affect the customers of TWTC and is proposed solely for the purpose of receiving more favorable tax treatment. There will be no change in the technical, financial or managerial resources currently in place and available to serve customers in Tennessee. Further, there will be no change in the names, addresses or telephone numbers of the contact personnel regarding TWTC's provisioning of telecommunications services in Tennessee.

I. Petitioner

2. TWTC is a limited partnership organized and existing under the laws of the State of Delaware, is qualified to do business in Tennessee, and is specifically authorized by the TRA to

provide telecommunications services in this state. TWTC's principal place of business for its Tennessee operations is 6555 Quince Road, Suite 400, Memphis, Tennessee 38119.

3. At the time TWTC was granted a CCN, this Agency concluded as a matter of public record that TWTC possessed the requisite financial, technical and operational experience, and assets to provide telecommunications services in Tennessee. TWTC requests that the order granting its CCN and the information submitted in support thereof be incorporated herein by reference.

II. The Conversion

4. TWTC proposes to convert its limited partnership to a limited liability company, TWTC-LLC. As a result of filing conversion documents with the Delaware Secretary of State, TWTC will cease to exist as a limited partnership, but will seamlessly continue its operations as a limited liability company.¹ Pursuant to applicable law, the conversion is complete upon the filing of the appropriate documents, therefore, TWTC cannot make such a filing until it obtains approval from the TRA.

5. Upon completion of the conversion, TWTC-LLC will file the appropriate documents to qualify to do business in the State of Tennessee with the Secretary of State. Following approval by the TRA and the completion of the conversion, TWTC-LLC will adopt and incorporate all of its existing tariffs in their entirety, as the tariffs of TWTC-LLC.

6. The conversion will result in cost savings, including tax savings, to TWTC-LLC,

¹ "[T]he converting other entity [TWTC] shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not be deemed to constitute a dissolution of such other entity and shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company. When an 'other entity' has been converted to a limited liability company pursuant to this section, the limited liability company shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the converting 'other entity.' Delaware Code Title 6 §18-214(g).

resulting from less income tax liability. The conversion will serve the public interest by permitting TWTC-LLC to continue its efforts to be competitive in the telecommunications market. The conversion will also allow TWTC-LLC to provide its services in Tennessee more efficiently; resulting in a benefit to all consumers of its services.

III. Public Interest Considerations

7. The proposed conversion will result in a very slight change in the organizational structure of Time Warner Telecom, Inc. affiliated utilities, but will not change the ownership interest of the parent company. (The organizational chart for Time Warner Telecom, Inc. prior to the conversion is attached hereto as Exhibit 1, and the organizational chart following the proposed conversion is attached as Exhibit 2.) TWTC-LLC will continue to be managed and operated in the same manner as before the conversion and will continue operating pursuant to its existing tariffs and contracts.

8. The conversion will not have a negative financial impact on TWTC's business operations, but is intended to create operating efficiencies and flexibility, as well as certain tax advantages.

9. Pursuant to TRA orders, and in accordance with its rules, TWTC has provided telecommunications services in Tennessee. TWTC-LLC will continue, if approved, to provide its services in the same manner and participate in all proceedings before the TRA in which it is currently a party.

10. TWTC has been an active participant in the Tennessee telecommunications marketplace and in regulatory proceedings before the TRA. The efficiencies TWTC gains as a result of the conversion will allow it to remain competitive in the rapidly changing competitive environment and will allow TWTC-LLC to continue pursuing its commitment to provide quality

telecommunications services to Tennessee consumers.

IV. RELIEF REQUESTED

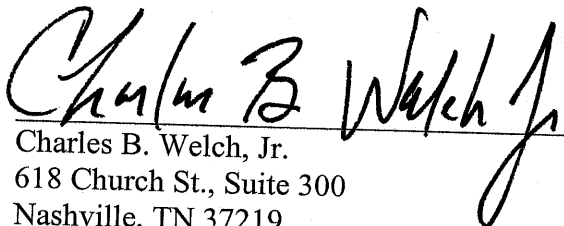
11. TWTC respectfully requests that the TRA act on this petition on or before December 31, 2002; time being of the essence.

12. TWTC respectfully requests that the TRA order that upon the completion of TWTC's conversion to a limited liability company:

- (a) TWTC's CCN be transferred to TWTC-LLC;
- (b) The requirements and authorizations of all TRA orders to which TWTC is currently subject will henceforth be binding on and apply to TWTC-LLC;
- (c) TWTC-LLC may operate pursuant to TWTC tariffs and contracts submitted to the TRA unless and until superseded by other tariffs or contracts; and
- (d) TWTC-LLC may appear in all TRA proceedings in place of and with all rights, privileges, and obligations currently applicable to TWTC.

Respectfully submitted,

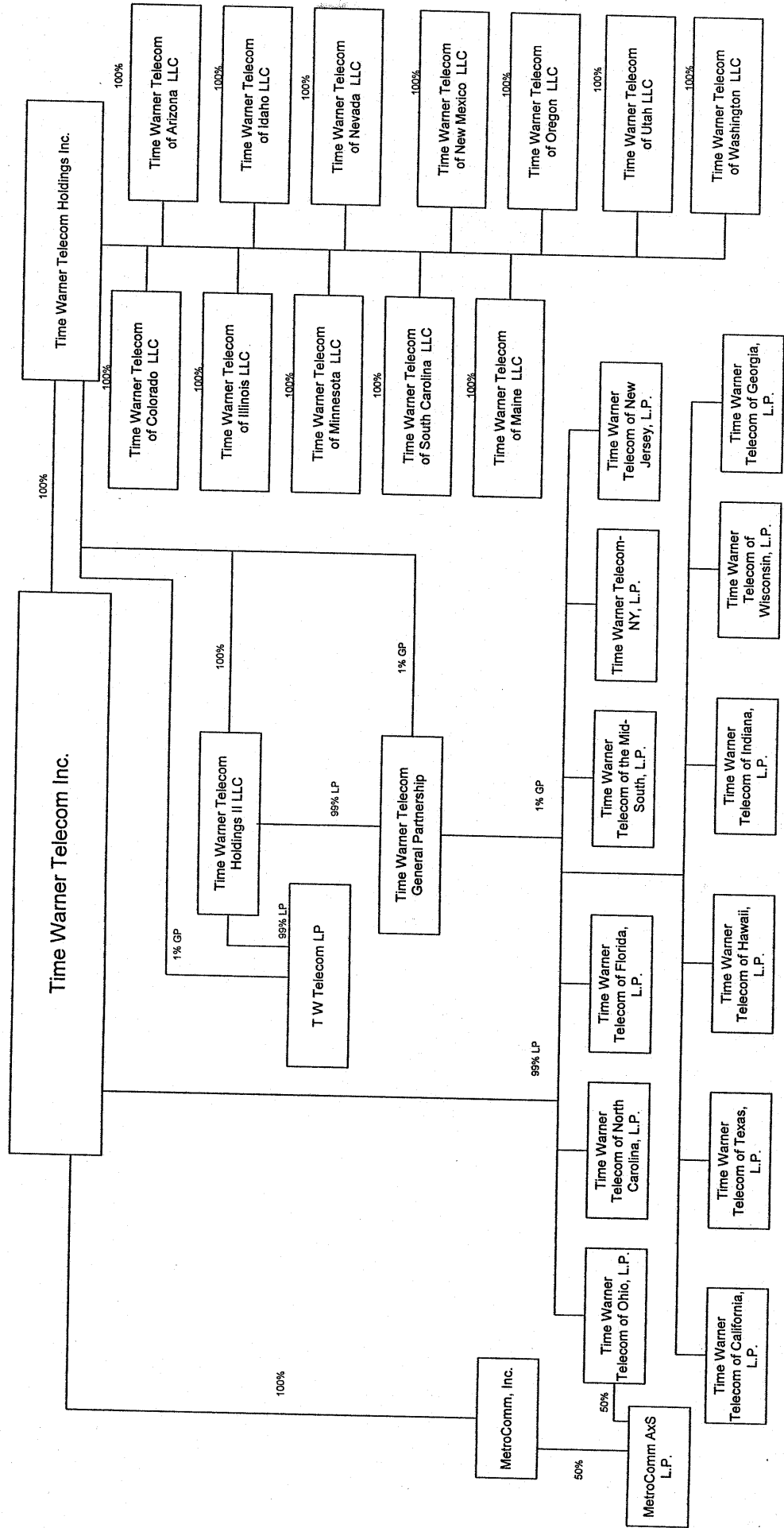
FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC



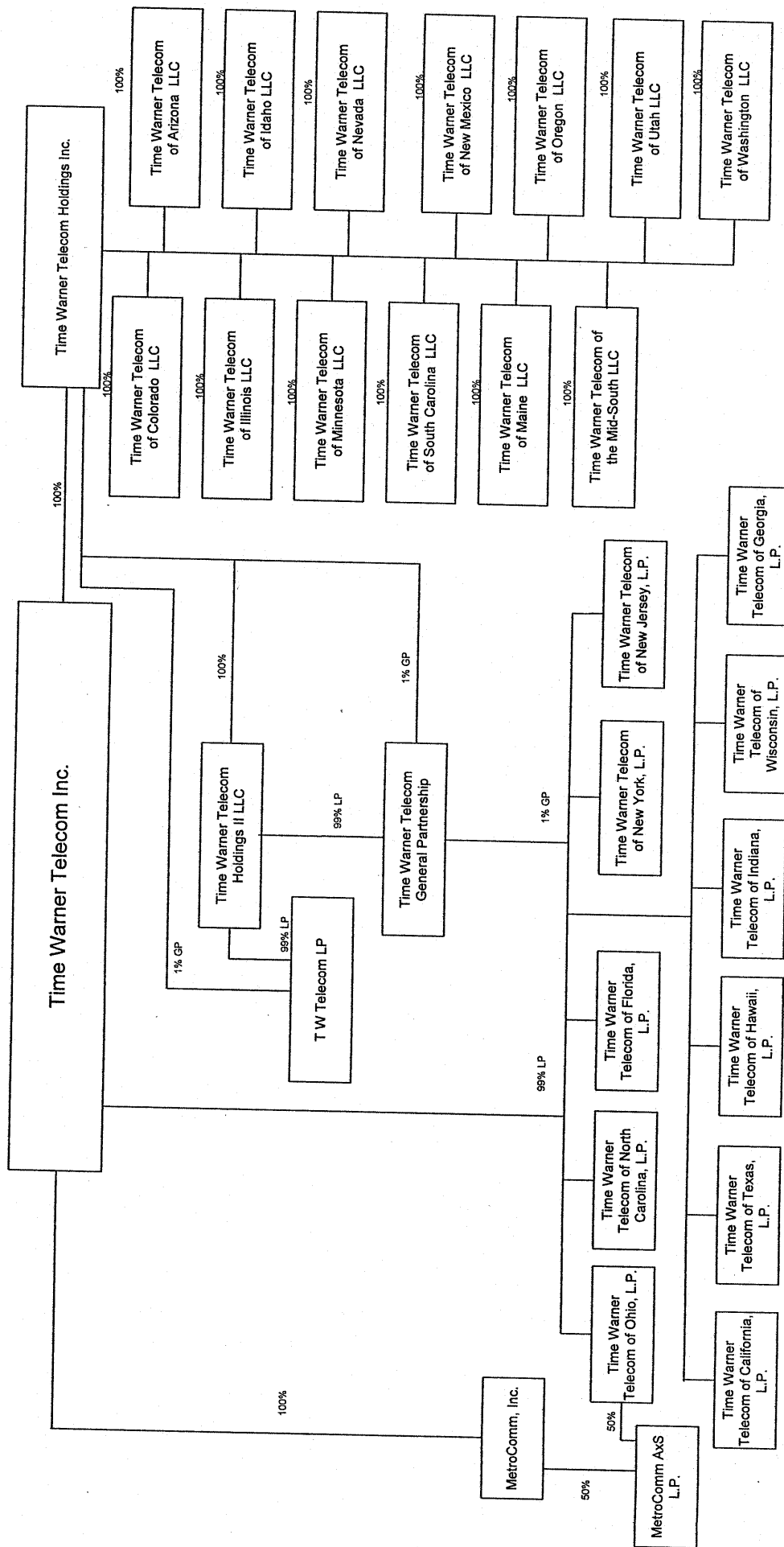
Charles B. Welch, Jr.
618 Church St., Suite 300
Nashville, TN 37219
Phone: (615) 726-1200
Fax: (615) 726-1776

Attorney for Time Warner Telecom of the
Mid-South, L.P.

Time Warner Telecom Inc. Subsidiary Structure



Time Warner Telecom Inc. Proposed Subsidiary Structure



From: Lucretia McDonald
To: Dillon, Sharla; Perrin, Lynda-Lu
Date: 12/5/02 10:13AM
Subject: CSA Docket (00-00702)

Debi would like for you to add Aeneas to the list of people who are noticed on this docket.

Mr. Jonathan V. Harlan, CEO
Aeneas Communications, LLC
301 South Church St.
Jackson, TN 38301
731-554-9200, Ext. 222
fax: 731-554-4440

Thanks.